

HARMONY GOLD MINING CO LTD

Form 6-K

February 17, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**Form 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO

RULE 13a-16 OR 15d-16 UNDER THE SECURITIES

EXCHANGE ACT OF 1934

For 17 February 2012

**Harmony Gold Mining Company**

**Limited**

Randfontein Office Park

Corner Main Reef Road and Ward Avenue

Randfontein, 1759

South Africa

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

Harmony Gold Mining Company Ltd  
Incorporated in the Republic of South Africa  
Registration number: 1950/038232/06  
JSE Share code: HAR  
NYSE Share code: HMY  
ISIN: ZAE000015228

DEALING IN SECURITIES BY A DIRECTOR

Name of director:

HE Mashego

Nature of transaction:

Off market exercise of  
share appreciation rights  
("SARS") and on market sale  
of shares

Date:

16 February 2012

Class of Securities:

SARS/Ordinary Shares

Exercise price per

SARS/Selling price per

share:

R 97.50

Strike price per SARS:

R 77.81

Number of SARS exercised:

3 527

Number of ordinary shares

sold

712

Total proceeds to incumbent:

R 69 446.63

Nature and extent of

directors interest:

Direct beneficial

Prior clearance was obtained in respect of the above

dealings by the director.

For more details contact:

Henrika Basterfield

Investor Relations Officer

+27 82 759 1775 (mobile)

Johannesburg, South Africa

17 February 2012

Sponsor:

J P Morgan Equities Limited

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: February 17, 2012

Harmony Gold Mining Company Limited

By: /s/ Hannes Meyer

Name: Hannes Meyer

Title: Financial Director